

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

J. MICHAEL CHARLES; MAURICE W. WARD, JR.; and JOSEPH I. FINK, JR., on behalf of themselves and all others similarly situated

Plaintiffs,

V.

PEPCO HOLDINGS, INC.; CONECTIV, and  
PEPCO HOLDINGS RETIREMENT PLAN,

## Defendants

CIVIL ACTION

NO. 05-702 (SLR)

**DEFENDANTS' MOTION TO DISMISS**

For the reasons set forth in the accompanying Opening Brief, Defendants Pepco Holdings, Inc., Conectiv, and Pepco Holdings Retirement Plan, by and through their undersigned counsel, hereby move pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure for an order dismissing this action with prejudice.

Respectfully submitted,

/s/ M. Duncan Grant

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Dated: November 16, 2005

**CERTIFICATE OF SERVICE**

I, M. Duncan Grant, hereby certify that on November 16, 2005 a true and correct copy of the foregoing Motion to Dismiss and accompanying Opening Brief was served upon the following in the manner indicated:

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